



CORPORATION SERVICE COMPANY

March 8, 2005

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
(202) 565-1656  
(202) 565-9004 – Fax  
[Barbara.Saddler@stb.dot.gov](mailto:Barbara.Saddler@stb.dot.gov)

RE: 141972-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 2, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **CHURCH & DWIGHT CO., INC.**  
469 North Harrison Street Princeton, NJ 08543

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **CHURCH & DWIGHT CO., INC.** covering 20 hopper cars with reporting marks and numbers –CEFX 151781– GRPX 944517 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 25478 dated 03/02/2005 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-two dollars (\$32.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703  
(800) 995-5071 ext. 3813

RECORDATION NO. 25478A FILED

MAR 10 '05

3-01 PM

SURFACE TRANSPORTATION BOARD



MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 2<sup>nd</sup> day of July, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CHURCH & DWIGHT CO., INC., a Delaware corporation, with an address at 469 North Harrison Street, Princeton, NJ 08543-5297 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 29, 2004 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on \_\_\_\_\_ and given Recordation Number \_\_\_\_\_.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph I. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

RECORDATION NO. 25478-A FILED

MAR 10 '05

3-01 PM

SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CHURCH & DWIGHT CO., INC.

By: Ken Colbert  
Name: Ken Colbert  
Title: V.P. Logistics

B

## Schedule A

Number of Cars		Equipment Description
20		4,750 C.F. covered hopper car with gravity gates and trough hatches
1	CEFX	151781
2	CEFX	151812
3	CEFX	151819
4	CEFX	151836
5	CEFX	151964
6	CEFX	151981
7	CEFX	152240
8	CEFX	152322
9	CEFX	152332
10	CEFX	152336
11	CEFX	152346
12	CEFX	152360
13	CEFX	152372
14	CEFX	152379
15	CEFX	152390
16	CEFX	152507
17	CEFX	152515
18	CEFX	152535
19	CEFX	152706
20	GRPX	944517